

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN COLLEGE OF SPORTS MEDICINE, INCORPORATED**

The undersigned nonprofit corporation (the “**Corporation**”) without capital stock or stockholders, under the provisions of Wis. Stat. 181 *et seq.*, and for that purpose adopts the following Amended and Restated Articles of Incorporation (the “**Articles of Incorporation**”).

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is American College of Sports Medicine, Incorporated.

ARTICLE II

PURPOSES AND POWERS

(1) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of ARTICLE II of these Articles of Incorporation.

(2) The objects and purposes of the Corporation, and the powers it shall have and may exercise, are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for charitable, religious, scientific or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”) (references herein to sections or provisions of the Code shall be deemed to include and refer to, to the extent applicable, any similar sections or provisions of any subsequent Federal tax laws), in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, trustee, director, or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(b) As a particular purpose in furtherance of, consistent with, and subject to, the general and controlling purposes set forth in Section (2)(a) of this ARTICLE II to organize, promote, foster, assist (whether financially or otherwise) and conduct such charitable, scientific, and educational enterprises, activities and institutions as from time may be determined, selected or decided upon by the Corporation’s Board of Trustees consistent with the purposes stated above.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects:

(i) To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Trustees including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts and other securities and properties;

(iii) To give, donate and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Trustees may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests or devises of property of any kind which any individual, firm, corporation or other entity may make to the Corporation, upon the terms, trusts and conditions set forth in the deed of gift, will or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Code;

(viii) To the extent permitted by law, to enter into contracts with any corporate trust company for the purpose of delegating to it the power, or employing it, to make investments on behalf of the Corporation, and to do such other things permitted by these Articles of Incorporation as the parties may agree upon, and without limiting the generality of the foregoing, but in furtherance thereof, to enter into trust agreements, irrevocable or otherwise, with any such corporate trustee and therein to authorize any such corporate trustee to employ agents, attorneys, accountants and others in connection with the performance of any duty or trust arising under such agreement; and

(ix) To do any and all things which the Corporation's Board of Trustees may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing

of such act or thing is not inconsistent with the provisions of Chapter 181 of Wisconsin Statutes, or any other applicable law or statute of the State of Wisconsin, or section 501(c)(3) of the Code.

ARTICLE III

DURATION

The Corporation shall have perpetual duration.

ARTICLE IV

MEMBERS

The Corporation shall have members as provided for in the Bylaws of the Corporation (the “Bylaws”).

ARTICLE V

BOARD OF TRUSTEES

(1) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Trustees.

(2) The Board of Trustees shall consist of such number of individuals as may be fixed in the Bylaws; provided, however, that the Board of Trustees shall not consist of fewer than three individuals.

(3) A Trustee may be removed as provided in the Bylaws.

ARTICLE VI

REGISTERED OFFICE; REGISTERED AGENT

The name and street address of the registered office of the Corporation is C T Corporation System, 301 S. Bedford Street #1, Madison, Wisconsin 53703, or such name and address as provided by the Board of Trustees.

ARTICLE VII

PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is 6510 Telecom Drive, Suite 200, Indianapolis, Indiana 46278, or such other address as provided by the Board of Trustees.

ARTICLE VIII

DISTRIBUTION OF ASSETS

(1) The Corporation is authorized to make distributions under Section 181.1302(4) of the Wisconsin Statutes.

(2) If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor.

(b) Assets that have been received and are held by the Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501(c)(3) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(c) Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under section 501(c)(3) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(d) Any assets not disposed of pursuant to the previous provisions of this ARTICLE VIII shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code.

ARTICLE IX

INDEMNIFICATION OF TRUSTEES, DIRECTORS, AND OFFICERS

(1) To the fullest extent permitted by, and in accordance with the provisions of, Wisconsin law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall indemnify each trustee, director, and officer of the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "**Liability**"), incurred by such trustee, director, or officer in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such trustee, director, or officer is, or is threatened to be made, a party because such trustee, director, or officer is or was a trustee, director, or officer of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including, but not limited to, service with respect to benefits plans. A trustee, director, or officer

of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such trustee, director, or officer to the Corporation also impose duties on, or otherwise involve services by, such trustee, director, or officer to the plan or to participants in or beneficiaries of the plan.

(2) To the fullest extent authorized or permitted by, and in accordance with the provisions of, Wisconsin law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall pay or reimburse expenses (including, but not limited to, attorney's fees) incurred by a trustee, director, or officer of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

(3) The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE IX shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of, Wisconsin law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, not be deemed exclusive of other rights, if any, to which such trustee, director, or officer of the Corporation seeking such indemnification or advancement may be entitled under the Bylaws or any agreement, action of disinterested trustees, directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a trustee, director, or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(4) Any repeal or modification of this ARTICLE IX shall not adversely affect any right or protection of a trustee, director, or officer of the Corporation under this ARTICLE IX with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X

ELIMINATION OF CERTAIN LIABILITY OF TRUSTEES

A trustee of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such trustee's duties as a trustee; provided, however, that this provision shall not eliminate or limit the liability of a trustee for the following: (i) for any transaction in which such trustee's personal financial interest is in conflict with the financial interests of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such trustee to be a violation of law or (iii) for any transaction from which such trustee derived an improper personal benefit. This ARTICLE X shall continue to be applicable with respect to any such breach of duties by a trustee of the Corporation as a trustee notwithstanding that such trustee may thereafter cease to be a trustee and shall inure to the personal benefit of such trustee's heirs, executors and administrators.

ARTICLE XI

PRIVATE PROPERTY OF TRUSTEES

None of the private property of any trustee of the Corporation shall be subject to any of the Corporation's debts and liabilities.

ARTICLE XII

AMENDMENT

These Articles of Incorporation of the Corporation may be amended by the Board of Trustees upon receiving the affirmative vote of at least sixty-six percent (66%) of the Trustees then in office at any regular or special meeting of the Board of Trustees or the unanimous written consent of all the Trustees then serving on the Board of Trustees.

ARTICLE XIII

SEVERABILITY OF PROVISIONS

Except as may conflict with the provisions of ARTICLE II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

ARTICLE XIV

MANNER OF ADOPTION

The foregoing Amended and Restated Articles of Incorporation were adopted on _____, 2025 by at least sixty-six percent (66%) of the Trustees in office at the time of adoption of the amendment, in accordance with Section 181. 1002(2) of Wisconsin Statutes.

IN TESTIMONY WHEREOF, witness the signature of the CEO _____ of the Corporation, this the ___ day of 06 / 10 / 2025, 2025.



This instrument was not executed in Wisconsin.

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06 / 10 / 2025

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IP: 172.56.252.158



SIGNED

06 / 10 / 2025

13:58:16 UTC

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IP: 172.56.252.158



COMPLETED

06 / 10 / 2025

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The document has been completed.